

RECORDATION NO. 25334-F

JUN 23 '09 -9 0 0 AM

SURFACE TRANSPORTATION BOARD

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ELIAS C. ALVORD (1942)  
ELLSWORTH C. ALVORD (1964)

OF COUNSEL  
URBAN A. LESTER

June 23, 2009

Anne K. Quinlan, Esquire  
Acting Secretary  
Surface Transportation Board  
395 E Street, S.W.  
Washington, D.C. 20423-0001

Re: CIT Rail Trust 2004-2

Dear Ms. Quinlan:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Trust Indenture Supplement No. 2 (CIT Rail Trust 2004-2), dated June 23, 2009, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Lease Supplement No. 2 (CIT Rail Trust 2004-2), being filed with the Board under Recordation Number 25334-F.

The name and address of the party to the enclosed document are:

Owner Trustee: Wells Fargo Bank Northwest, National  
Association, not in its individual capacity but  
solely as Owner Trustee  
299 South Main Street, 12<sup>th</sup> Floor  
Salt Lake City, Utah 84111

[Indenture Trustee: Wilmington Trust Company  
Rodney Square North  
1100 North Market Street  
Wilmington, DE 19890-0001]

Anne K. Quinlan, Esquire  
June 23, 2009  
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A description of the railroad equipment covered by the enclosed document is:

200 flat cars: ICE 67001 - ICE 67200.

A short summary of the document to appear in the index is:

Trust Indenture Supplement No. 2 (CIT Rail Trust 2004-2)

Also enclosed is a check in the amount of \$41.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read "Alvord", with a long horizontal flourish extending to the right.

Robert W. Alvord

RWA/sem  
Enclosures

JUN 23 '09

-9 0 0 AM

TRUST INDENTURE SUPPLEMENT NO. 2  
(CIT Rail Trust 2004-2)

SURFACE TRANSPORTATION BOARD

This Indenture Supplement No. 2 (CIT Rail Trust 2004-2), dated as of June 23 2009 (this "Indenture Supplement"), of WELLS FARGO BANK NORTHWEST, NATIONAL ASSOCIATION, not in its individual capacity except as expressly provided herein but solely as owner trustee (the "Owner Trustee") under the Trust Agreement (CIT Rail Trust 2004-2), dated as of December 29, 2004 (the "Trust Agreement"), between the Owner Trustee in its individual capacity, and Wachovia Financial Services, Inc. (as successor to SouthTrust Bank), as Owner Participant.

WITNESSETH:

WHEREAS, Owner Trustee has granted to Wilmington Trust Company, as Indenture Trustee (the "Indenture Trustee") a security interest in all of Owner Trustee's right, title and interest in those certain railcars identified on Schedule 1 attached hereto (the "Units"), other than Excepted Property, pursuant to the terms of the Trust Indenture and Security Agreement (CIT Rail Trust 2004-2), dated as of December 29, 2004, as more fully identified on Schedule 2 attached hereto (the "Indenture"), evidence of which was filed with the Surface Transportation Board (the "STB") and the Registrar General of Canada, on such dates, and with respect to the STB, with such recordation numbers, as set forth on Schedule 3 hereto. Except as expressly provided herein the terms used herein are used with the meanings specified in the Indenture.

WHEREAS, in addition, other than Excepted Property, Owner Trustee has granted to the Indenture Trustee a security interest in the Equipment Lease Agreement (CIT Rail Trust 2004-2) dated as of December 29, 2004, as more fully identified on Schedule 2 attached hereto (the "Lease"), evidence of which was filed with the STB and the Registrar General of Canada, on such dates, and with respect to the STB, with such recordation numbers, as set forth on Schedule 3 hereto.

WHEREAS, on the date hereof Owner Trustee entered into that certain Lease Supplement No. 2 (CIT Rail Trust 2004-2) to the Lease ("Lease Supplement No. 2") with The CIT Group/Equipment Financing, Inc. ("Lessee"), pursuant to which the Lessee assigned to Owner Trustee as security for Lessee's obligations under the Lease, Lessee's right, title and interest in, to and under all of Lessee's existing and future subleases with respect to the Units to the extent such subleases relate to Units subject to the Lease (the "Assigned Subleases").

NOW, THEREFORE, the Owner Trustee does hereby acknowledge and confirm that the Owner Trustee granted, sold, assigned, transferred, conveyed, mortgaged, pledged, charged and confirmed under the Indenture, a security interest in and mortgage lien on all right, title, interest, claims and demands of the Owner Trustee in, to and under Lease Supplement No. 2 and the Assigned Subleases (excluding, however, in each case any rights to Excepted Property thereunder), to the Indenture Trustee, its successors and assigns, for the benefit of the holders from time to time of such Equipment Notes, subject to the terms and conditions of the Indenture.

This Indenture Supplement or a counterpart or copy hereof or evidence hereof may be filed or recorded in any public office as may be necessary or appropriate to protect the interest of the Indenture Trustee herein, in Lease Supplement No. 2 and in the Assigned Subleases.

This Indenture Supplement shall be construed as supplemental to the Indenture and shall form a part of it, and the Indenture is hereby incorporated by reference herein and is hereby ratified, approved and confirmed.

The Owner Trustee wishes to show for public record this Indenture Supplement and accordingly has caused this Indenture Supplement to be executed by its officers thereunto duly authorized, as of the date first above written.

It is expressly agreed and understood that all representations, warranties and undertakings of Owner Trustee hereunder (except as expressly provided herein) shall be binding upon Owner Trustee only in its capacity as Owner Trustee under the Trust Agreement and in no case shall the Trust Company be personally liable for or on account of any statements, representations, warranties, covenants or obligations stated to be those of Owner Trustee hereunder.

\* \* \*

IN WITNESS WHEREOF, the Owner Trustee has caused this Indenture Supplement to be duly executed by one of its duly authorized officers, as of the day and year first above written.

**WELLS FARGO BANK NORTHWEST,  
NATIONAL ASSOCIATION,**  
not in its individual capacity, but solely as  
Owner Trustee

By: Michael Arsenault  
Name: Michael Arsenault  
Title: Assistant Vice President

STATE OF Utah )  
COUNTY OF Salt Lake ) ss:

The foregoing Lease Supplement (CIT Rail Trust 2004-2) was acknowledged before me, the undersigned

Notary Public, in the County of Salt Lake this June day of June, 2009 by

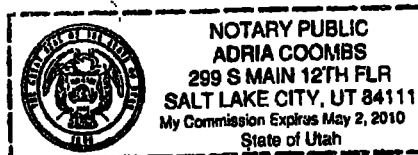
Michael Arsenault, as Asst. Vice President of WELLS FARGO BANK

NORTHWEST, NATIONAL ASSOCIATION, not individually but solely as Owner Trustee.

Adria Coombs  
Notary Public

My commission expires: \_\_\_\_\_

[Notarial Seal]



**Schedule 1**  
**(Description of the Equipment)**

Number	Description/Type	Mark and Numbers
200	100 Ton Flat Cars	See Schedule 1-A attached hereto

Schedule 1-A  
(Marks / Numbers)

ICE	67001	ICE	67041	ICE	67081	ICE	67121
ICE	67002	ICE	67042	ICE	67082	ICE	67122
ICE	67003	ICE	67043	ICE	67083	ICE	67123
ICE	67004	ICE	67044	ICE	67084	ICE	67124
ICE	67005	ICE	67045	ICE	67085	ICE	67125
ICE	67006	ICE	67046	ICE	67086	ICE	67126
ICE	67007	ICE	67047	ICE	67087	ICE	67127
ICE	67008	ICE	67048	ICE	67088	ICE	67128
ICE	67009	ICE	67049	ICE	67089	ICE	67129
ICE	67010	ICE	67050	ICE	67090	ICE	67130
ICE	67011	ICE	67051	ICE	67091	ICE	67131
ICE	67012	ICE	67052	ICE	67092	ICE	67132
ICE	67013	ICE	67053	ICE	67093	ICE	67133
ICE	67014	ICE	67054	ICE	67094	ICE	67134
ICE	67015	ICE	67055	ICE	67095	ICE	67135
ICE	67016	ICE	67056	ICE	67096	ICE	67136
ICE	67017	ICE	67057	ICE	67097	ICE	67137
ICE	67018	ICE	67058	ICE	67098	ICE	67138
ICE	67019	ICE	67059	ICE	67099	ICE	67139
ICE	67020	ICE	67060	ICE	67100	ICE	67140
ICE	67021	ICE	67061	ICE	67101	ICE	67141
ICE	67022	ICE	67062	ICE	67102	ICE	67142
ICE	67023	ICE	67063	ICE	67103	ICE	67143
ICE	67024	ICE	67064	ICE	67104	ICE	67144
ICE	67025	ICE	67065	ICE	67105	ICE	67145
ICE	67026	ICE	67066	ICE	67106	ICE	67146
ICE	67027	ICE	67067	ICE	67107	ICE	67147
ICE	67028	ICE	67068	ICE	67108	ICE	67148
ICE	67029	ICE	67069	ICE	67109	ICE	67149
ICE	67030	ICE	67070	ICE	67110	ICE	67150
ICE	67031	ICE	67071	ICE	67111	ICE	67151
ICE	67032	ICE	67072	ICE	67112	ICE	67152
ICE	67033	ICE	67073	ICE	67113	ICE	67153
ICE	67034	ICE	67074	ICE	67114	ICE	67154
ICE	67035	ICE	67075	ICE	67115	ICE	67155
ICE	67036	ICE	67076	ICE	67116	ICE	67156
ICE	67037	ICE	67077	ICE	67117	ICE	67157
ICE	67038	ICE	67078	ICE	67118	ICE	67158
ICE	67039	ICE	67079	ICE	67119	ICE	67159
ICE	67040	ICE	67080	ICE	67120	ICE	67160

ICE	67161	ICE	67171	ICE	67181	ICE	67191
ICE	67162	ICE	67172	ICE	67182	ICE	67192
ICE	67163	ICE	67173	ICE	67183	ICE	67193
ICE	67164	ICE	67174	ICE	67184	ICE	67194
ICE	67165	ICE	67175	ICE	67185	ICE	67195
ICE	67166	ICE	67176	ICE	67186	ICE	67196
ICE	67167	ICE	67177	ICE	67187	ICE	67197
ICE	67168	ICE	67178	ICE	67188	ICE	67198
ICE	67169	ICE	67179	ICE	67189	ICE	67199
ICE	67170	ICE	67180	ICE	67190	ICE	67200



**Schedule 2**  
**(Description of the Indenture and the Lease)**

Trust Indenture and Security Agreement (CIT Rail Trust 2004-2) dated as of December 29, 2004, as supplemented by that certain Trust Indenture Supplement No. 1 dated as of December 29, 2004

Equipment Lease Agreement (CIT Rail Trust 2004-2) dated as of December 29, 2004, as supplemented by that certain Lease Supplement No. 1 dated as of December 29, 2004

**Schedule 3**  
**(Filing Information)**

A Memorandum of Trust Indenture and Security Agreement and Trust Indenture and Security Agreement Supplement No. 1 was filed with (i) the Surface Transportation Board December 30, 2004 at 1:45 p.m. under recordation number 25334-C, and (ii) the Registrar General of Canada on December 30, 2004 at 9:52 a.m.

A Memorandum of Lease Agreement and Lease Supplement No. 1 was filed with (i) the Surface Transportation Board on December 30, 2004 at 1:40 p.m. under recordation number 25334-B, and (ii) the Registrar General of Canada on December 30, 2004 at 9:52 a.m.

CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: 6/23/09



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Robert W. Alvord